

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.	)	Related To Docket No. <u>22021</u>

**PLAN PROPONENTS' MOTION FOR LEAVE TO EXCEED BRIEF PAGE  
LIMITATION WITH RESPECT TO THEIR CONSOLIDATED PHASE I BRIEF IN  
SUPPORT OF CONFIRMATION OF JOINT PLAN OF REORGANIZATION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE**

The Plan Proponents hereby submit this motion for entry of an order, pursuant to rules 7007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (as amended, the "Local Rules") and General Chambers Procedure 2(a)(iv), authorizing them to exceed the forty (40) page answering brief limit under Local Rule 7007-2 and General Chambers Procedure 2(a)(4) in order to file their one *Consolidated Phase I Brief In Support Of Confirmation Of Joint Plan Of Reorganization Under*

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

*Chapter 11 Of The Bankruptcy Code* (the “Confirmation Brief”). In support of the relief requested, the Plan Proponents respectfully state as follows:

1. Pursuant to the *Third Amended Case Management Order Related to the First Amended Joint Plan of Reorganization* [Docket No. 21544], on June 1, 2009 the Plan Objectors filed ten (10) separate Trial Briefs regarding Phase I of the Plan. These Trial Briefs consist of hundreds of pages of pleadings and thousands of pages of exhibits.

2. In response, rather than each preparing their own trial brief to potentially address each of the Plan Objectors separate Trial Briefs, the four Plan Proponents have prepared one consolidated Confirmation Brief that will not exceed 60 pages in total length. By doing so, the Plan Proponents have vastly cut down on the number of pages that could otherwise have been submitted to the Court in the form of trial briefs.

3. Local Rule 7007-2(a)(iv) provides that “[w]ithout leave of Court, no opening or answering brief shall exceed forty (40) pages and no reply shall exceed twenty (20) pages, in each instance, exclusive of any tables of contents and citations.” Del. Bankr. LR 7007-2(a)(iv). In addition, General Chambers Procedure 2(a)(iv) provides that “. . . [n]o objection to, or briefs or memoranda in support of, confirmation shall exceed 40 pages

4. As a result, the Plan Proponents respectfully request that the Court grant them leave to exceed the 40 page limit with respect to a single answering brief, so that they may file their consolidated Confirmation Brief which does not exceed 60 pages in length.

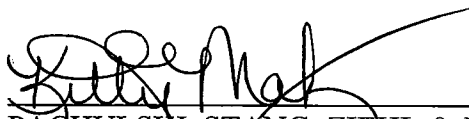
WHEREFORE, the Plan Proponents respectfully request that the Court enter an order authorizing them to exceed the forty (40) page limit under Local Rule 7007-2 in order for them to file one consolidated Confirmation Brief, and (ii) granting such other and further relief as the Court may deem just and proper.

Dated: June 8, 2009

KIRKLAND & ELLIS LLP  
David M. Bernick, P.C.  
Theodore L. Freedman  
Deanna D. Boll  
Craig A. Bruens  
601 Lexington Avenue  
New York, NY 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

THE LAW OFFICES OF JANET S. BAER, P.C.  
Janet S. Baer, P.C.  
70 W. Madison Street  
Suite 2100  
Chicago, IL 60602  
Telephone: (312) 641-2162

and



PACHULSKI, STANG, ZIEHL & JONES LLP  
James E. O'Neill (Bar No. 4042)  
Timothy Cairns (Bar No. 4228)  
Kathleen P. Makowski (Bar No. 3648)  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705  
(Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

*Counsel for the Debtors and Debtors in Possession*

CAMPBELL & LEVINE, LLC

/s/ Mark T. Hurford

Mark T. Hurford (No. 3299)  
800 N. King Street, Suite 300  
Wilmington, DE 19801  
Telephone: (302) 426-1900  
Facsimile: (302) 426-9947  
mth@camlev.com

and

CAPLIN & DRYSDALE, CHARTERED

Elihu Inselbuch  
375 Park Avenue, 35th Floor  
New York, NY 10152-3500  
Telephone: (212) 319-7125  
Facsimile: (212) 644-6755

Peter Van N. Lockwood  
Nathan D. Finch  
Jeffrey A. Liesemer  
One Thomas Circle, N.W.  
Washington, D.C. 20005  
Telephone: (202) 862-5000  
Facsimile: (202) 429-3301

*Counsel for the Official Committee of Asbestos  
Personal Injury Claimants*

PHILIPS, GOLDMAN & SPENCE, P.A.

/s/ John C. Philips

John C. Philips (Bar No. 110)

1200 North Broom Street

Wilmington, DE 19806

Telephone: (302) 655-4200

Facsimile: (302) 655-4210

and

ORRICK, HERRINGTON & SUTCLIFFE LLP

Roger Frankel

Richard H. Wyrton

Jonathan P. Guy

Debra L. Felder

1152 15th Street, NW

Washington, DC 20005

Telephone: (202) 339-8400

Facsimile: (202) 339-8500

*Counsel for David T. Austern, Asbestos PI Future  
Claimants' Representative*

SAUL EWING LLP

/s/ Teresa K.D. Currier

Teresa K.D. Currier (Bar No. 3080)

222 Delaware Avenue, Suite 1200

P.O. Box 1266

Wilmington, DE 19899

Telephone: (302) 421-6800

Facsimile: (302) 421-6813

tcurrier@saul.com

and

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Philip Bentley

Gregory Horowitz

Douglas Mannal

1177 Avenue of the Americas

New York, NY 10022

Telephone: (212) 715-9100

Facsimile: (212) 715-8000

*Counsel for the Official Committee of Equity Security  
Holders*